



VGP NV
Generaal Lemanstraat 55 box 4
2018 Antwerp
Company number 0887.216.042
Register of legal entities Antwerp, division Antwerp
VAT BE 0887.216.042
info@vgpparks.eu
www.vgpparks.eu
(the "Company")

The shareholders are hereby invited to attend the annual shareholders' meeting and the special shareholders' meeting of the Company which shall consecutively take place at The General, Business Centre, Generaal Lemanstraat 61, 2018 Antwerp, Belgium, on Friday 12 May 2023 at 10:00 am, with following respective agenda and proposed resolutions:

A. Annual shareholders' meeting:

AGENDA AND PROPOSED RESOLUTIONS

1. Presentation and discussion of the annual report of the board of directors and the report of the statutory auditor on (i) the annual accounts and (ii) the consolidated annual accounts for the financial year ending 31 December 2022.

2. Acknowledgement of the consolidated annual accounts for the financial year ending 31 December 2022.

3. Acknowledgement and approval of the annual accounts for the financial year ending 31 December 2022 and allocation of the results, including distribution of the result - dividend.

***Proposed resolution:** The shareholders' meeting approves the annual accounts for the financial year ending 31 December 2022. The shareholders' meeting approves the allocation of the results as proposed by the board of directors, including the payment of a gross dividend for a total amount of EUR 75,051,108.00 (EUR 2.75 per share). All decisions concerning the payment, including the determination of the payment date as well as all other formalities relating to the payment of the dividend are delegated to the board of directors.*

4. Acknowledgement and approval of the remuneration report for the financial year ending 31 December 2022.

***Proposed resolution:** The shareholders' meeting approves the remuneration report for the financial year ending 31 December 2022.*

5. Release from liability to be granted to the directors and to the respective permanent representatives of the legal entity-directors.

***Proposed resolution:** The shareholders' meeting resolves, by a separate vote, that each of the directors and each of the respective permanent representatives of the legal entity-directors be released from any liability arising from the performance of their duties during the financial year ending 31 December 2022.*

6. Release from liability to be granted to the statutory auditor.

***Proposed resolution:** The shareholders' meeting resolves that the statutory auditor be released from any liability arising from the performance of its duties during the financial year ending 31 December 2022.*

7. Reappointment of GAEVAN BV with permanent representative Mrs. Ann Gaeremyck, Mrs. Katherina Reiche and Mrs. Vera Gäde-Butzlaff as independent directors of the Company.

***Proposed resolution:** The shareholders' meeting approves the reappointment of:*

- GAEVAN BV, with registered office at Dadizelestraat 43, 8560 Wevelgem, Belgium, permanently represented by Mrs. Ann Gaeremyck, as an independent director of the Company in the meaning of and meeting the conditions stipulated in article 7:87 of the

Code of Companies and Associations (the "CCA"), for a period of 4 years with immediate effect and until the closing of the annual shareholders' meeting which will be held in the year 2027 and at which the decision will be taken to approve the annual accounts closed at 31 December 2026.

- Mrs. Katherina Reiche, residing at Weg zur Platte 40, 45133 Essen, Germany, as an independent director of the Company in the meaning of and meeting the conditions stipulated in article 7:87 of the CCA, for a period of 4 years with immediate effect and until the closing of the annual shareholders' meeting which will be held in the year 2027 and at which the decision will be taken to approve the annual accounts closed at 31 December 2026.
- Mrs. Vera Gäde-Butzlaff, residing at Margaretenstraße 3, 14193 Berlin, Germany, as an independent director of the Company in the meaning of and meeting the conditions stipulated in article 7:87 of the CCA, for a period of 4 years with immediate effect and until the closing of the annual shareholders' meeting which will be held in the year 2027 and at which the decision will be taken to approve the annual accounts closed at 31 December 2026.

8. Reappointment of Deloitte Bedrijfsrevisoren / Réviseurs d'Entreprises BV/SRL as statutory auditor of the Company given the expiry of its mandate and determination of the statutory auditor's remuneration.

Proposed resolution: The shareholders' meeting resolves:

(i) to re-appoint Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL, with registered office at Gateway Building, Luchthaven Brussel Nationaal 1J, 1930 Zaventem, Belgium, represented by Mrs. Kathleen De Brabander, as statutory auditor of the Company for a period of 3 years with immediate effect and until the closing of the annual shareholders' meeting which will be held in the year 2026 and at which the decision will be taken to approve the annual accounts closed at 31 December 2025. Since the maximum statutory term of Deloitte's tenure as statutory auditor of the Company as provided in Article 3:61 of the CCA will have been reached at that time, the Company expects Deloitte to tender its resignation as statutory auditor of the Company at the annual shareholders' meeting which will be held in the year 2025 and at which the decision will be taken to approve the annual accounts closed at 31 December 2024; and

(ii) to determine the annual remuneration of the statutory auditor at EUR 151,830 for the audit of the statutory and the consolidated annual accounts. This amount is exclusive of expenses and VAT, is subject to an annual indexation, and to an annual review reflecting any changes in the audit scope which would be required to ensure that such audit scope remains aligned with the evolution of the VGP group.

9. Special powers of attorney.

9.1 Power of attorney to the board of directors to execute the above decisions.

Proposed resolution: The shareholders' meeting resolves to grant the broadest powers to the board of directors and/or one or more designated directors to execute the decisions taken by the shareholders' meeting regarding the above agenda items.

9.2 Power of attorney for the representation of the Company with the Crossroad Bank for Enterprises, the Belgian State Gazette, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations.

Proposed resolution: The shareholders' meeting resolves to grant authority to any member of the board of directors, Mr. Dirk Stoop and/or Mr. Piet Van Geet, acting individually, with power of substitution, to fulfil all necessary formalities with regard to the legally required publication formalities regarding the decisions taken by the shareholders' meeting with the Crossroad Bank for Enterprises, the Belgian State Gazette, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations.

B. Special shareholders' meeting:**AGENDA AND PROPOSED RESOLUTIONS****1. Approval of change of control clauses.**

- 1.1** In accordance with article 7:151 of the CCA, the shareholders' meeting is firstly requested to approve the change of control clause as set out in the BNP Paribas Fortis loan agreement entered into on 28 December 2022 by the Company and BNP Paribas Fortis NV (as "Bank").
- 1.2** In accordance with article 7:151 of the CCA, the shareholders' meeting is furthermore requested to approve the change of control clause as set out in the J.P. Morgan loan agreement entered into on 13 December 2022 by the Company and J.P. Morgan SE (as "Arranger").

Proposed resolution: *The shareholders' meeting firstly decides to address the agenda items 1.1 and 1.2 together for practical reasons so that it has to be voted on only once, although they relate to two different transactions in which change of control clauses as envisaged in article 7:151 of the CCA were provided, and thereafter formally resolves to approve, in accordance with article 7:151 of the CCA, (a) the change of control clause as set out in the BNP Paribas Fortis loan agreement entered into on 28 December 2022 by the Company and BNP Paribas Fortis NV (as "Bank"), and (b) the change of control clause as set out in the J.P. Morgan loan agreement entered into on 13 December 2022 by the Company and J.P. Morgan SE (as "Arranger"). In accordance with the requirements of article 7:151, second indent, of the CCA, this resolution shall be filed in accordance with article 2:8 of the CCA and shall be published as an announcement in the Belgian State Gazette by including an extract of the minutes of this shareholders' meeting in accordance with article 2:14, 4° of the CCA.*

2. Special powers of attorney.**2.1 Power of attorney to the board of directors to execute the above decisions.**

Proposed resolution: *The shareholders' meeting resolves to grant the broadest powers to the board of directors and/or one or more designated directors to execute the decisions taken by the shareholders' meeting regarding the above agenda items.*

2.2. Power of attorney for the representation of the Company with the Crossroad Bank for Enterprises, the Belgian State Gazette, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations.

Proposed resolution: *The shareholders' meeting resolves to grant authority to any member of the board of directors, Mr. Dirk Stoop and/or Mr. Piet Van Geet, acting individually, with power of substitution, to fulfil all necessary formalities with regard to the legally required publication formalities regarding the decisions taken by the shareholders' meeting with the Crossroad Bank for Enterprises, the Belgian State Gazette, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations.*

Conditions of admission to the convened shareholders' meetings

Shareholders may only participate in the convened shareholders' meetings and exercise their voting rights if the following two conditions are satisfied:

- (i) Based on the proof submitted in accordance with the registration procedure set out below, the Company must be able to determine that at midnight (24:00) (CET) on the Record Date, 28 April 2023 (the "**Record Date**"), the shareholder concerned owned the number of shares for which he intends to participate in the convened shareholders' meetings.
- (ii) On 6 May 2023 at the latest, the shareholder concerned must explicitly confirm to the Company that he intends to participate in the convened shareholders' meetings.

These conditions must be satisfied in accordance with the formalities mentioned below.

1. Holders of registered shares

In accordance with article 7:134, §2 of the CCA and article 23 of the articles of association the holders of registered shares are entitled to participate in and to vote at the convened shareholders' meetings, provided that:

- their shares are recorded in their name in the register of registered shares at midnight (24:00) (CET) on the Record Date, 28 April 2023, and this irrespective of the number of shares that they own on the date of the convened shareholders' meetings; and
- they notify the Company in writing of (i) their intention to participate in the convened shareholders' meetings, and (ii) the number of securities for which they wish to participate in the convened shareholders' meetings, by means of a signed form that must be received by the Company at the Company's registered office at the latest on 6 May 2023; a model of this form is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

2. Holders of dematerialised shares

In accordance with article 7:134, §2 of the CCA and article 23 of the articles of association the holders of dematerialised shares are entitled to participate in and to vote at the convened shareholders' meetings, provided that:

- their shares are recorded in their name in the accounts of a recognized account holder or a settlement institution at midnight (24:00) (CET) on the Record Date, 28 April 2023, and this irrespective of the number of shares that they own on the date of the convened shareholders' meetings; and
- at the latest on 6 May 2023, they provide the Company (at the Company's registered office) with, or arrange for the Company (at the Company's registered office) to be provided with, a certificate issued by the recognized account holder or the settlement institution certifying the number of dematerialised shares recorded in the shareholder's accounts on the Record Date in respect of which the shareholder has indicated his intention to participate in the convened shareholders' meetings.

Only persons who are a shareholder of the Company on the Record Date (28 April 2023) and who have indicated, on 6 May 2023 at the latest, their intention to participate in the convened shareholders' meetings as set out above will be allowed to participate in the convened shareholders' meetings. We point out to the shareholders that 6 May 2023 is a Saturday and that, as the case may be, they should make the necessary arrangements to fulfil the required formalities before, on 5 May 2023.

The shares are not blocked as a result of the above-mentioned process. As a result, the shareholders are free to dispose of their shares after the Record Date.

Right to add agenda items and to submit proposed resolutions

In accordance with article 7:130 of the CCA, one or more shareholders holding jointly at least three per cent (3%) of the capital of the Company may request items to be added to the agenda of one of the convened shareholders' meetings and submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda, provided that:

- they prove ownership of such shareholding as at the date of their request and record their shares representing such shareholding on the Record Date (i.e., on 28 April 2023); the shareholding must be proven either by a certificate evidencing the registration of the relevant shares in the register of registered shares of the Company or by a certificate issued by a recognized account holder or a settlement institution certifying the book-entry of the relevant number of dematerialised shares in the name of the relevant shareholder(s);
- the additional agenda items and/or proposed resolutions have been submitted in writing by these shareholder(s) to the board of directors at the latest on 20 April 2023.

These additional agenda items and/or proposed resolutions must be delivered in writing to the Company. This can be done by ordinary mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu. The Company shall confirm the receipt of the proposed requests, by e-mail or by ordinary mail to the address mentioned by the shareholder, within 48 hours.

As the case may be, the Company shall publish the modified agenda of the relevant convened shareholders' meeting, together with the ad-hoc proxy form and the remote voting form, completed with the additional agenda items and/or proposed resolutions on the website of the Company (www.vgpparks.eu) at the latest on 27 April 2023.

The proxies and remote votes that were notified to the Company prior to the publication of such a completed agenda, remain valid for the agenda items for which they were granted / submitted. Exception is made for items on the agenda of one of the convened shareholders' meetings for which new proposed resolutions have been submitted, in accordance with article 7:130 of the CCA: in such case the proxy holder may deviate during the relevant convened shareholders' meeting of the instructions of the shareholder granting the proxy, if the execution of such instructions would prejudice the interests of the shareholder. The proxy holder must inform the shareholder thereof. The proxy must indicate whether the proxy holder, if appropriate, is authorised to vote on new agenda items of a convened shareholders' meeting or whether he should abstain from voting.

Right to ask questions

In accordance with article 7:139 of the CCA, all shareholders are entitled, whether during the meeting or in writing before the meeting, to ask questions to the directors with respect to their report as referred to in the agenda of the annual shareholders' meeting or the respective agenda items and to the auditor with respect to its report as referred to in the agenda of the annual shareholders' meeting.

Questions asked in writing will only be answered if the relevant shareholder has fulfilled the formalities set out above to be admitted to the convened shareholders' meetings and if the written questions have been received by the Company at the latest on 6 May 2023.

Written questions may be delivered to the Company by ordinary mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu.

Proxy

In accordance with article 24.1 of the articles of association, each shareholder may be represented at the shareholders' meetings by a proxy holder, who does not need to be a shareholder.

Shareholders who wish to be represented by proxy, are requested to use the model of proxy form (with voting instructions) that is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).



Notification of the proxy to the Company must occur in writing, either by ordinary mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu.

The signed proxy form must in original be received by the Company at the Company's registered office at the latest on 6 May 2023.

The Company shall be entitled not to take into account any proxy forms received later than the aforementioned date.

Shareholders who wish to be represented by proxy, must have fulfilled the formalities set out above to be admitted to the convened shareholders' meetings (registration- and confirmation procedure).

Remote voting

In accordance with article 25 of the articles of association, shareholders may vote remotely by ordinary mail prior to the shareholders' meetings, by means of a form that is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

The signed remote voting form must be delivered to the Company, either by ordinary mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu, and must be received by the Company at the latest on 6 May 2023.

The Company shall be entitled not to take into account any remote voting forms received later than the aforementioned date.

Availability of the documents

In accordance with article 7:132 of the CCA, the shareholders of the Company can, as of 12 April 2023, upon presentation of the certificate of registration of their registered shares or of a certificate issued by a recognized account holder or a settlement institution certifying the number of dematerialised shares recorded in the name of the shareholder, obtain at the Company's registered office (Generaal Lemanstraat 55 box 4, 2018 Antwerp), free of charge, a copy of the documents and reports that relate to one of the convened shareholders' meetings or that must be made available to them pursuant to law.

Requests to obtain copies, free of charge, may also in writing or electronically by ordinary mail or by e-mail for the attention of:

Mr Dirk Stoop
Telephone: +32 3 289 14 34
Fax: +32 3 289 14 39
E-mail: dirk.stoop@vgpparks.eu

All the relevant information with regard to the convened shareholders' meetings, including all of the reports and documents, referred to in the items of the agenda of the convened shareholders' meetings, as well as the aforementioned proxy forms, are available on the website of the Company (www.vgpparks.eu) as of 12 April 2023.

Data protection

The Company is responsible for processing personal data received from the shareholders and proxy holders in the context of the convened shareholders' meetings. The Company will use such information for the purposes of administering the attendance and voting process for the convened shareholders' meetings in accordance with the applicable legislation and in the interest to be able to analyse the results of the votes. The Company may share the information with affiliated entities and with service providers assisting the Company in the above mentioned purposes. The personal data will not be kept longer than necessary in view of the above mentioned purpose and will thereafter be erased in accordance with the Data Protection Policy of the Company.



Shareholders and proxy holders can find more information about the processing of their information, including their rights, in the Company's Data Protection Policy available on its website and may also contact dataprotection@vgpparks.eu.

The board of directors